

Exhibit C

EPICUS, INC.

Officers

Name	Title	Address
Gerald Haryman	President/Treasurer	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746
Thomas N. Donaldson	Vice President/Secretary	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746

Directors

Name	Address
Gerald Haryman	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746
Thomas N. Donaldson	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746

Exhibit D

State of South Carolina
Office of the Secretary of State
The Honorable Mark Hammond

1205 PENDLETON STREET, SUITE 525
COLUMBIA, SC 29201

Information
(803) 734-2170
www.sos.sc.gov

Business Filings
(803) 734-2158



P.O. BOX 11350
COLUMBIA, SC 29211

Boards/Commissions
(803) 734-2119

Notaries
(803) 734-2512

RE: *Epicus, Inc.*

Dear

We have received your request for information and/or copies of the above entity. Unfortunately, we are not able to locate the following:

del 10/04 forfeiture #2

We apologize for any inconvenience this may cause you. Any further questions or concerns can be directed to our General Counsel at the above address.

Sincerely,

Robin Gaffney

Robin Gaffney
Business Filings

Charities
(803) 734-1790
Fax (803) 734-1604

Trademarks
(803) 734-0367

Employment Agencies
(803) 734-1958

Fax
(803) 734-2164

Computer
Direct Access
(803) 734-2345

Investigation
(803) 734-1797

South Carolina Secretary of State Corporation Details

Corporation Information

Corporation Name: EPICUS, INC.
 Name Type: BUS Status: FOR Profit/Non-Profit: P Domestic/Foreign: F
 Corp EMail:
 Agent Name: CORPORATION SERVICE CO
 Address1: 5000 THURMOND MALL BLVD
 Address2:
 City: COLUMBIA
 Zip: 29201 Incorporated State: FLORIDA State: SC
 Agent EMail:
 Original Filing: 05/06/1997
 Effective Date: 05/06/1997
 Expiration Date:
 Dissolved Date: 06/01/2004
 Termination Date:
 LLP Renewal Date:
 Tax Year End:

Corporation Comment:

Filing Information

File ID	Filing Date	Filing Type	Description	Comment	Associated Name	Microfilm ID
97-011928BC	05/06/1997			AUTHORITY		
99-022397CC	06/11/1999			Agent Change of Address		
02-046333CC	09/03/2002			CHANGE AGENT ADDRESS		
02-056720CC	12/02/2002			CH NM FR-EPIC		
02-056719CC	12/02/2002			COMMUNICATIONS, INC.		
04-10503161	06/01/2004			CH NM FR-TELEPHONE COMPANY		
				OF CENTRAL FLORIDA INC		
				FORFEITURE #2		

Associated Names Information

Associated Name	Associated Type	Corporation Name	Name Type Status	Expiration Date
Effective Date:	08/02/2005 10:32:31			

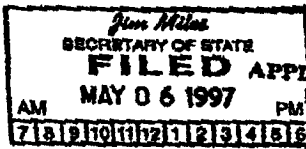
Aug. 3. 2005 3:39PM searchtec 699-6178

No. 5897 P. 3

Aug. 3. 2005 3:39PM

searchtec 699-6178

No. 5897 P. 4



STATE OF SOUTH CAROLINA
SECRETARY OF STATE
JIM MILES
APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

Pursuant to §33-15-103 of the 1976 South Carolina Code, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see §§33-4-101 and 33-15-106 and see §33-19-500(b)(1) if the corporation is a professional corporation) Telephone Company of Central Florida, Inc.
2. It is incorporated as (check applicable item) ☒ a general business corporation, ☐ a professional corporation, under the laws of the state of Florida
3. The date of its incorporation is 12/6/95 and the period of its duration is perpetual
4. The address of the principal office of the corporation is 3575 Lake Mary Blvd., Suite 107 in the city of Lake Mary and the state of Florida
(Street & Number)
5. The address of the proposed registered office the state of South Carolina is 2019 Park Street in the city Columbia
(Street & Number)
In South Carolina 29201
(Zip Code)
6. The name of the proposed registered agent in this state at such address is Corporation Service Company
7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:
 - a)

Name of directors	Business Address
<u>Elder N. Ripper</u>	<u>3575 Lake Mary Blvd., Ste. 107, Lake Mary, FL 3274</u>
<u>Andrea Welch</u>	<u>3575 Lake Mary Blvd., Ste. 107, Lake Mary, FL 3274</u>
<u>Leon Brauser</u>	<u>3575 Lake Mary Blvd., Ste. 107, Lake Mary, FL 3274</u>
<u>Michael Brauser</u>	<u>3575 Lake Mary Blvd., Ste. 107, Lake Mary, FL 3274</u>
 - b)

Name and Office of Principal officers	Business Address
<u>Elder N. Ripper, President</u>	<u>3575 Lake Mary Blvd., Ste. 107, Lake Mary, FL 3274</u>
_____	_____
_____	_____
8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares and Series	Authorized Number of Each Class and Series
<u>Common A - Voting</u>	<u>25,000</u>
<u>Common B - Non-voting</u>	<u>25,000</u>
_____	_____
_____	_____

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

AUG 02 2005

97-011928EC

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

State of Florida



Department of State

I certify from the records of this office that TELEPHONE COMPANY OF CENTRAL FLORIDA, INC., is a corporation organized under the laws of the State of Florida, filed on December 8, 1995.

The document number of this corporation is P95000092669.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1997, that its most recent annual report was filed on March 13, 1997, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
First day of May, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See §33-1-230): _____
10. Date this 25th day of April, 19 97.

Telephone Company of Central Florida, Inc.
(Name of Corporation)
By: [Signature]
(Signature of Officer)
Elder N. Elder, President
(Type or Print Name and Office)

FILING INSTRUCTIONS

1. Two copies of this application, the original and with a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Schedule of Fees (Payable at the time of filing this document):

Fee for filing Application	\$10.00
Filing Tax	\$100.00
Minimum License Fee	\$25.00
(Payable to Secretary of State)	\$135.00
4. This form must be accompanied by the initial annual report of corporations, a check in the amount of \$25.00 payable to the S.C. Tax Commission, and a certificate of existence from a state official of the jurisdiction where the corporation is incorporated.
5. If the applicant corporation is adopting a fictitious name for use in South Carolina pursuant to §33-15-100(a), then a certified copy of the board of directors resolution approving the fictitious name must be attached to the application.
6. If the applicant is a foreign professional corporation, then in addition to satisfying the name requirements in §33-19-150 and 33-19-500(b)(1), the following information must be included in the application:
 - a. A statement that the corporation's sole business purpose is to engage in a specified form of professional services (e.g. law firm).
 - b. A statement that all of its shareholders not less than one-half of its directors, and all of its officers other than its secretary and treasurer, if any, are licensed in one or more states to render a professional service described in its articles of incorporation.

**AGENT'S STATEMENT OF CHANGE OF REGISTERED OFFICE
OF A SOUTH CAROLINA OR FOREIGN CORPORATION**

Pursuant to Section 33-5-102 and 33-15-108 of the 1976 South Carolina Code, as amended, the undersigned registered agent submits the following information for the purpose of changing the registered office address of the following corporation in the State of South Carolina.

1. The name of the corporation is
TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
2. The state of incorporation is
FLORIDA
3. Date of incorporation or qualification in South Carolina is
5/6/97
4. The name of the current registered agent is
CORPORATION SERVICE COMPANY
5. The street address of the current registered office in South Carolina is
**2019 PARK ST
COLUMBIA, SC 29201**
6. The street address to which the registered office is changed to is
**1301 GERVAIS STREET
COLUMBIA, SOUTH CAROLINA 29201**
7. The address of the registered office and the address of the business office of the registered agent changed, will be identical.
8. The above named corporation has been notified of the change.

Dated: June 10, 1999

CORPORATION SERVICE COMPANY
(As Registered Agent)

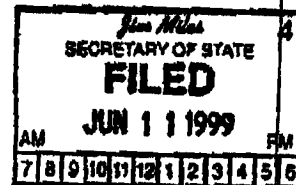
By: *John H. Pelletier*
John H. Pelletier, Asst. VP

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

AUG 02 2005

99-022397CC

Mark Hammond
SECRETARY OF STATE



AGENT'S STATEMENT OF CHANGE OF REGISTERED OFFICE
OF A SOUTH CAROLINA OR FOREIGN CORPORATION

Pursuant to Section 33-5-102 and 33-15-108 of the 1976 South Carolina Code, as amended, the undersigned registered agent submits the following information for the purpose of changing the registered office address of the following corporation in the State of South Carolina:

1. The name of the corporation is

TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.

2. The state of incorporation is

FLORIDA

3. The date of incorporation or qualification in South Carolina is

5/6/1997

4. The street address of the current registered office in South Carolina is

1301 Gervais Street
Columbia, SC 29201

5. The street address to which the registered office is to be changed is

5000 Thurmond Mall Boulevard
Columbia, SC 29201

6. The name of the current registered agent is

Corporation Service Company

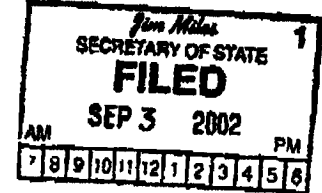
7. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

8. The above named corporation has been notified of the change.

Dated August 30 2002

CORPORATION SERVICE COMPANY

John H. Pelletier
John H. Pelletier
Assistant Vice President



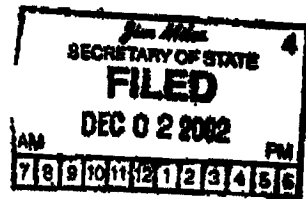
CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

AUG 02 2005

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

APPLICATION FOR AN AMENDED CERTIFICATE
OF AUTHORITY BY A FOREIGN CORPORATION
TO TRANSACT BUSINESS IN SOUTH CAROLINA



TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-104 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of South Carolina and for that purpose submits the following statement:

- 1 The name of the corporation is EPIC Communications, Inc.
- 1a The above named corporation received a Certificate of Authority to transact business in South Carolina on May 6, 1997
- 2 This application is filed for the following reason (complete all applicable items):
 - ☒ a. The corporation has changed its corporate name as follows EPICUS, Inc.
 - ☐ b. The corporation has changed its duration to _____
 - ☐ c. The corporation has changed the state or country of its incorporation to _____
- 3 The name of the corporation for the purpose of transacting business in South Carolina is (See Sections 33-4-101 and 33-15-106) and see Section 33-19-500(b)(1) if the corporation is a professional corporation _____
- 4 It is incorporated as (check applicable item) ☐ a general business corporation, ☐ a professional corporation under the laws of the state of Florida
- 5 The date of its incorporation is 12/6/95 and the period of its duration is perpetual
- 6 The address of the principal office of the corporation in the jurisdiction of its incorporation is 3599 W. Lake Mary Blvd. Suite E in the city of Lake Mary and the state of Florida 32746
Street Address Zip Code
- 7 The address of the registered office in the state of South Carolina is 1301 Gervais in the city of Columbia South Carolina 29201
Street Address Zip Code
- 8 The name of the registered agent in this state at such address is _____
OSC - United States Corporation Company
- 9 The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

AUG 02 2005

02-056720CC

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

EPIC Communications, Inc.
Name of Corporation

a)	Name of Directors	Business Address
	<u>See attached Officers and Directors rider</u>	
	_____	_____
	_____	_____
	_____	_____

b)	Name and Office of Principal Officers	Business Address
	_____	_____
	_____	_____
	_____	_____
	_____	_____

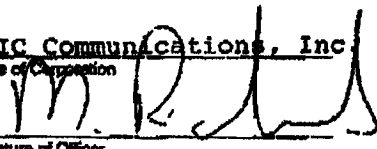
10. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares (and Series, if any)	Authorized No. of Each Class (and Series)
<u>Common</u>	<u>5,000 Voting</u>
_____	_____
_____	_____
_____	_____

11. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230): _____

Date: 11/27/2002

EPIC Communications, Inc.
Name of Corporation



Signature of Officer
Mark Richards
Managing Director & CIO
Type or Print Name and Office



Telephone Company of Central Florida, Inc.

COPORATE OFFICERS

Gerard Haryman
3599 W Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

President, Treasurer, Chairman of the Board

Thomas Donaldson
3599 W Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

Vice President, Secretary, Director

Mark Richards
3599 W Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

Managing Director
Chief Information Officer

888-934-9737 Toll Free 407-328-5002 Phone 407-324-4399 Fax
3599 W. Lake Mary Blvd. Suite E Lake Mary, Florida 32746

State of Florida



Department of State

I certify from the records of this office that Articles of Amendment were filed on January 30, 2001, for EPIC COMMUNICATIONS, INC. which changed its name to EPICUS, INC., a corporation organized under the laws of the State of Florida.

The document number of this corporation is P95000092689.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on May 6, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of November, 2002



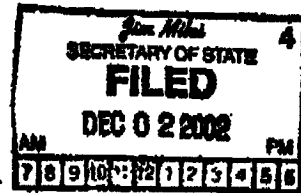
121.022 (7-0)

Jim Smith

Jim Smith
Secretary of State

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**APPLICATION FOR AN AMENDED CERTIFICATE
OF AUTHORITY BY A FOREIGN CORPORATION
TO TRANSACT BUSINESS IN SOUTH CAROLINA**



TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-104 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of South Carolina and for that purpose submits the following statement:

- 1 The name of the corporation is Telephone Company of Central Florida, Inc.
- 1a. The above named corporation received a Certificate of Authority to transact business in South Carolina on May 6, 1997.
- 2 This application is filed for the following reason (complete all applicable items):
 - ☒ a. The corporation has changed its corporate name as follows EPIC Communications, Inc.
 - ☐ b. The corporation has changed its duration to _____
 - ☐ c. The corporation has changed the state or country of its incorporation to _____
- 3 The name of the corporation for the purpose of transacting business in South Carolina is (See Sections 33-4-101 and 33-15-106) and see Section 33-19-500(b)(1) if the corporation is a professional corporation _____
4. It is incorporated as (check applicable item) ☐ a general business corporation, ☐ a professional corporation under the laws of the state of Florida
- 5 The date of its incorporation is 12/6/95 and the period of its duration is perpetual
- 6 The address of the principal office of the corporation in the jurisdiction of its incorporation is _____
3599 W. Lake Mary Blvd. Suite E in the city of Lake Mary
Street Address
 and the state of Florida 32746
Zip Code
- 7 The address of the registered office in the state of South Carolina is 1301 Gervais
Street Address
 in the city of Columbia South Carolina 29201
Zip Code
- 8 The name of the registered agent in this state at such address is _____
CSC - United States Corporation Company
- 9 The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of those persons who are exercising the statutory authority of directors on behalf of the corporation) and principal officers:

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

A. 2 0 2 2005

02-056719CC

Mark H. Hammond
 SECRETARY OF STATE OF SOUTH CAROLINA

Telephone Company of Central Florida, Inc.
Name of Corporation

a)	Name of Directors	Business Address
----	-------------------	------------------

See attached Officers and Directors rider

h)	Name and Office of Principal Officers	Business Address

10) The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares (and Series, if any)

Authorized No. of Each Class (and Series)

Common

5,000 Voting

11. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230): _____

Date 11/27/2002

Telephone Company of Central Florida, Inc.
Name of Corporation

Signature of Officer

Mark Richards

Managing Director & CIO

Type or Print Name and Office

EPIC Communications, Inc.

COPORATE OFFICERS

Gerard Haryman
3599 W. Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

President, Treasurer, Chairman of the Board

Thomas Donaldson
3599 W. Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

Vice President, Secretary, Director

Mark Richards
3599 W. Lake Mary Blvd., Suite E
Lake Mary, Florida 32746

Managing Director
Chief Information Officer

888-834-8737 Toll Free 407-328-5002 Phone 407-324-4998 Fax
3599 W. Lake Mary Blvd. Suite E Lake Mary, Florida 32746

State of Florida



Department of State

I certify from the records of this office that Articles of Amendment were filed on October 30, 2000, for TELEPHONE COMPANY OF CENTRAL FLORIDA, INC. which changed its name to EPIC COMMUNICATIONS, INC., a corporation organized under the laws of the State of Florida.

The document number of this corporation is P95000092669.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on May 6, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of November, 2002



2E002 (7- 2

Jim Smith

Jim Smith
Secretary of State

Aug. 3. 2005 3:43PM

searchtec 699-6178

No. 5902 P. 2/4

DECLARED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

AUG 03 2005

APPLICATION FOR A CERTIFICATE OF AUTHORITY
BY A FOREIGN LIMITED LIABILITY COMPANY

SECRETARY OF STATE OF SOUTH CAROLINA TRANSACT BUSINESS IN SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

The following Foreign Limited Liability Company applies for a Certificate of Authority to Transact Business in South Carolina in accordance with Section 33-44-1002 of the 1976 South Carolina Code of Laws, as amended.

1. The name of the foreign limited liability which complies with Section 33-44-1005 of the 1976 South Carolina Code as amended is G2 Secure Staff, L.L.C.

2. The name of the State or Country under whose law the company is organized is
Texas

3. The street address of the Limited Liability Company's principal office is

3625 W. Royal Lane, Suite 125

Street Address

Irving,

TX

75063

City

State

Zip Code

4. The address of the Limited Liability Company's current designated office in South Carolina is

2 Office Park Ct Ste 103

Street Address

Colo

SC

29223

City

State

Zip Code

5. The street address of the Limited Liability Company's initial agent for service of process in South Carolina is

2 OFFICE PARK COURT, STE 103

Street Address

COLUMBIA, SC 29223

City

State

Zip Code

and the name of the Limited Liability Company's agent for service of process at the address is

CAPITOL CORPORATE SERVICES, INC.

Name

Dellanie Case, asst. sec.

Signature

6. ☐ Check this box if the duration of the company is for a specified term, and if so, the period specified _____

050803-0075
G2 SECURE STAFF, L.L.C.

FILED: 08/03/2005

Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

G2 Secure Staff, L.L.C.

Name of Limited Liability Company

7. ☒ Check this box if the company is manager-managed. If so, list the names and business addresses of each manager

a. Daniel A. Norman

Name

363 W. Royal Lane, Suite 125

Business Address

Irving, TX 75063

City

State

Zip Code

b.

Name

Business Address

City

State

Zip Code

8. ☐ Check this box if one or more members of the foreign limited liability company are to be liable for the company's debt and obligation under a provision similar to Section 33-44-303(c) of the 1978 South Carolina Code of Laws, as amended.

Date August 1, 2005

Signature

Daniel A. Norman

Name

Manager

Capacity

FILING INSTRUCTIONS

1. This application must be accompanied by an original certificate of existence not more than 30 days old (or a record of similar import) authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under which it is organized.
2. File two copies of these articles, the original and either a duplicate original or a conformed copy.
3. If management of a limited liability company is vested in managers, a manager shall execute this form. If management of a limited liability company is reserved to the members, a member shall execute this form. Specify whether a member or manager is executing this form.
4. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State.

Return to: Secretary of State
P.O. Box 11350
Columbia, SC 29211
5. The first annual report for limited liability company must be delivered to the Secretary of State between January first and April first of the calendar year after which the limited liability company was organized or the foreign company was first authorized to transact business in South Carolina. Subsequent annual reports must be delivered to the Secretary of State on or before the fifteenth day of the fourth month following the close of the limited liability company's taxable year.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

G2 SECURE STAFF, L.L.C., A Limited Liability Company duly organized under the laws of the State of TEXAS, and issued a certificate of authority to transact business in South Carolina on August 3rd, 2005, with a duration that is at will, has as of this date filed all reports due this office, including its most recent annual report as required by section 33-44-211, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed a certificate of cancellation as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
3rd day of August, 2005.

A handwritten signature in cursive script that reads "Mark Hammond".

Mark Hammond, Secretary of State

Exhibit E

BEFORE

THE PUBLIC SERVICE COMMISSION OF

SOUTH CAROLINA

DOCKET NOS. 97-272-C⁴⁶ AND 97-273-C⁴⁸ - ORDER NO. 97-890

OCTOBER 16, 1997

IN RE: Application of Telephone Company of)	ORDER
Central Florida for a Certificate of)	APPROVING
Public Convenience and Necessity to)	CERTIFICATE
Resell Interexchange Telecommunications)	
Services in South Carolina.)	

AND

IN RE: Application of Telephone Company of)
Central Florida for a Certificate of)
Public Convenience and Necessity to)
Provide Resold Local Exchange Telecomm-)
unications Services in South Carolina.)

This matter comes before the Public Service Commission of South Carolina ("the Commission") by way of two applications filed by Telephone Company of Central Florida ("TCCF" or "the Company"). One Application requested that the Commission grant a Certificate of Public Convenience and Necessity for the Company to provide resold intrastate interexchange services within the State of South Carolina; the other Application requested that the Commission grant a Certificate of Public Convenience and Necessity to provide resold local exchange services within the State of South Carolina. The Applications were filed pursuant to S.C. Code Ann. §58-9-280 (Supp. 1996), and the Regulations of the Commission.

By letter dated July 17, 1997, the Commission's Executive

DOCKET NOS. 97-272-C & 97-273-C - ORDER NO. 97-890
OCTOBER 16, 1997
PAGE 2

Director instructed TCCF to publish, one time, prepared Notices of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notices of Filing was to inform interested parties of the manner and time in which to file the appropriate pleadings for participation in the proceedings. TCCF complied with this instruction and provided the Commission with proof of publication of the Notice of Filing. A Petition to Intervene was received from the South Carolina Telephone Coalition ("SCTC") in Docket No. 97-273-C on TCCF's Application requesting authority to provide local services. No Petitions to Intervene were received with regard to Docket No. 97-272-C which requested long distance authority.

By Order No. 97-772 (dated September 8, 1997), the Commission granted TCCF's request to consolidate the hearings on the two Applications. A hearing was convened on September 25, 1997, at 10:30 a.m. in the Commission's Hearing Room. The Honorable Guy Butler, Chairman, presided. TCCF was represented by James Freeman, Esquire, and the Commission Staff ("Staff") was represented by Florence P. Belser, Staff Counsel. SCTC did not appear at the hearing.

Prior to the hearing, TCCF and the SCTC executed a Stipulation dated September 23, 1997. The Stipulation was filed with the Commission prior to the hearing. The Stipulation was entered into evidence at the hearing as Hearing Exhibit No. 1. The Stipulation provides the following:

- (1) The SCTC does not oppose the granting of a statewide

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OCTOBER 16, 1997
PAGE 3

Certificate of Public Convenience and Necessity to TCCF if the Commission makes the necessary findings to grant the Certificate and if all stipulated conditions are met;

(2) TCCF agrees that any Certificate granted by the Commission will authorize TCCF to provide service only to customers located in non-rural local exchange company ("LEC") service areas except as otherwise provided;

(3) TCCF agrees that it is not requesting the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas;

(4) TCCF agrees that it will not provide local service, by its own facilities or otherwise, to any customer in a rural incumbent LEC's service area, unless and until TCCF provides such rural incumbent LEC and the Commission with written notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. TCCF also acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause;

(5) TCCF agrees that if, after TCCF gives notice that it intends to serve a customer located in a rural incumbent LEC's

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PAGE 4

service area, the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law, or the Commission institutes a proceeding of its own, then TCCF will not provide service to any customer located within the service area in question without prior and further Commission approval;

(6) TCCF acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such proposed service which the Commission may implement, so long as such policies, procedures and guidelines do not conflict with Federal or State law;

(7) TCCF and the SCTC agree that all rights under Federal and State law are reserved to the rural incumbent LECs, and that the Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled; and

(8) TCCF agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

This stipulation is consistent with our decision in Order No. 96-494 (Docket No. 96-073-C). It was signed voluntarily by both the SCTC and TCCF and was filed with the Commission prior to the hearing in this matter. We therefore accept and approve the

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Stipulation.

At the hearing on this matter, TCCF presented Andrea Welch to testify in support of the Application. Ms. Welch is the Vice President of Administration for TCCF. The purpose of Ms. Welch's testimony was (1) to provide evidence on the financial, technical, and managerial abilities of TCCF to provide interexchange telecommunications services and to provide local exchange service in South Carolina and (2) to discuss the services which TCCF proposes to offer.

DISCUSSION

With respect to local exchange service, the record reveals that TCCF intends to offer local exchange services on a resale basis. S.C. Code Ann. §58-9-280 (Supp. 1996) provides that "the [C]ommission may grant a certificate to operate as a telephone utility ... to applicants proposing to furnish local telephone service in the service territory of an incumbent LEC."

After full consideration of the applicable law, TCCF's Application, and the evidence presented at the hearing, the Commission finds and concludes that TCCF's request for a Certificate to provide local telephone service in the form of resold local exchange services should be granted. The Commission's determination is based on the following criteria as provided in S.C. Code Ann. §58-9-280 (Supp. 1996) and the evidence presented which relates to that criteria:

(1) The Commission finds that TCCF possesses the technical, financial, and managerial resources sufficient to provide the

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services requested. S.C. Code Ann. §58-9-280(B)(1) (Supp. 1996). To demonstrate TCCF's technical qualifications, witness Welch testified that TCCF currently provides customers in other states with a competitive alternative to the local exchange telephone companies by delivering local network services over resold telecommunications networks. Ms. Welch stated that TCCF has negotiated with BellSouth for a resale agreement in South Carolina and that maintenance and repair of facilities leased from other carriers is performed by the technical personnel of TCCF's underlying carrier, subject to the provisions of their respective tariffs.

Concerning TCCF's managerial qualifications, Ms. Welch testified that TCCF's management team has considerable experience and expertise in management, marketing, network operations, revenue requirements, customer service, and financial and accounting issues. A review of the record indicates that TCCF's management team also has considerable experience in the telecommunications industry. Regarding TCCF's financial resources, Ms. Welch stated that TCCF is a Florida corporation and that TCCF has adequate resources through which to offer its telecommunications services.

No party offered any evidence in opposition to Ms. Welch's testimony. Based on the undisputed testimony of Welch, the Commission finds that TCCF possesses the technical, financial, and managerial resources sufficient to provide the services requested.

(2) The Commission finds that TCCF will provide services

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that will meet the service standards of the Commission. S.C. Code Ann. §58-9-280(B)(2) (Supp. 1996). Ms. Welch indicated that TCCF intends to offer high quality local exchange service that will afford consumers a competitive alternative to the services offered by incumbent local exchange carriers. Ms. Welch specifically stated that TCCF will meet all service standards that the Commission has or may adopt. No party offered any evidence to dispute Ms. Welch's testimony. Based on the undisputed testimony from Ms. Welch, the Commission believes, and so finds, that TCCF will provide telecommunications services which will meet the service standards of the Commission.

(3) The Commission finds that TCCF's "provision of service will not adversely impact the availability of affordable local exchange service." S.C. Code Ann. §58-9-280(B)(3) (Supp. 1996). Ms. Welch stated that authorizing TCCF to provide service in South Carolina would not adversely impact affordable local exchange service and that certification of TCCF will provide greater competition in the South Carolina telecommunications marketplace. No party offered any evidence that the provision of local exchange service by TCCF would adversely affect local rates. Therefore, based on the undisputed evidence of record, the Commission finds that provision of local exchange services by TCCF will not adversely impact affordable local exchange service.

(4) The Commission finds that TCCF will support universally available telephone service at affordable rates. S.C. Code Ann. §58-9-280(B)(4) (Supp. 1996). Ms. Welch testified that TCCF will

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comply with all South Carolina and federal universal service requirements. No party disputed Ms. Welch's testimony. Based on the undisputed evidence of record, the Commission finds that TCCF will participate in support of universally available telephone service at affordable rates.

(5) The Commission finds that the provision of local exchange service by TCCF "does not otherwise adversely impact the public interest." S.C. Code Ann. §58-9-280(B)(5) (Supp. 1996). Ms. Welch offered that authorization of TCCF to offer services in South Carolina will further the public interest by increasing competition in the South Carolina marketplace, by ensuring a wide variety of services and prices, by increasing customer choice, by promoting efficient use of the network, and by expanding the tax base and revenue sources for the state. Ms. Welch's testimony was undisputed as no party offered any evidence that approval of TCCF's Application would adversely impact the public interest. Therefore, the Commission finds that approval of TCCF's Application for a Certificate to provide local exchange service "does not otherwise adversely impact the public interest." S.C. Code Ann. §58-9-280(B)(5) (Supp. 1996).

In addition to requesting authority to provide resold local exchange service, TCCF requests authority to provide resold intrastate interexchange telecommunications services. As stated above, the record reveals TCCF's financial, technical, and managerial abilities to provide telecommunications services in South Carolina. The record further shows TCCF's services,

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operations and marketing procedures. Upon full consideration of TCCF's Application and the evidence presented at the hearing, the Commission finds that TCCF has the experience, capability, and financial resources to provide resold intrastate interexchange telecommunications services in South Carolina, and further the Commission finds and concludes that TCCF's request for a Certificate to provide resold intrastate interexchange telecommunications services should be granted.

Therefore, based on the findings above, the Commission finds and concludes that the Certificate sought by TCCF should be granted.

IT IS THEREFORE ORDERED THAT:

1. TCCF is hereby granted a Certificate of Public Convenience and Necessity, and the accompanying authority, to provide (1) local telephone services in the form of resold local exchange services and (2) resold intrastate interexchange telecommunications services. TCCF is hereby authorized to provide intrastate resold local exchange service in South Carolina, and TCCF is hereby authorized to provide resold intrastate interLATA services in South Carolina and to originate and terminate toll traffic within the same LATA, as set forth herein, through the resale of intrastate Wide Area Telecommunications Services (WATS), Message Telecommunications Service (MTS), Foreign Exchange Service, Private Line Service, or any other services authorized for resale by tariffs of carriers approved by the Commission.

2. With regard to TCCF's local service offerings, TCCF shall

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file, prior to offering local exchange services in South Carolina, a final tariff of its service offerings. The final tariff shall include the modifications and changes to the proposed tariff to which TCCF agreed with the Commission Staff.

3. The Commission adopts a rate design for TCCF for its resale intrastate interLATA services which includes only maximum rate levels for each tariff charge. A rate structure incorporating maximum rate levels with the flexibility for adjustment below the maximum rate levels has been previously adopted by the Commission. In Re: Application of GTE Sprint Communications Corporation, etc., Order No. 84-622, issued in Docket No. 84-10-C (August 2, 1984).

4. TCCF shall not adjust its rates for intrastate interexchange services below the approved maximum level without notice to the Commission and to the public. TCCF shall file its proposed rate changes, publish its notice of such changes, and file affidavits of publication with the Commission two weeks prior to the effective date of the changes. However, the public notice requirement is waived, and therefore not required, for reductions below the maximum cap in instances which do not affect the general body of subscribers or do not constitute a general rate reduction. In Re: Application of GTE Sprint Communications, etc., Order No. 93-638, issued in Docket No. 84-10-C (July 16, 1993). Any proposed increase in the maximum rate level reflected in the tariff which would be applicable to the general body of the Company's subscribers shall constitute a general ratemaking

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proceeding and will be treated in accordance with the notice and hearing provisions of S.C. Code Ann. §58-9-540 (Supp. 1996).

5. With regard to its resold intrastate interexchange services, TCCF shall file its revised maximum tariff and an accompanying price list within thirty (30) days from the date of receipt of this Order. The revised tariff shall be consistent with the findings of this Order and shall be consistent with the Commission's Rules and Regulations.

6. With regard to its resold intrastate interexchange services, TCCF is subject to access charges pursuant to Commission Order No. 86-584, in which the Commission determined that for access purposes resellers should be treated similarly to facilities-based interexchange carriers.

7. With regard to the Company's resale of interexchange service, an end-user should be able to access another interexchange carrier or operator service provider if the end-user so desires.

8. TCCF shall resell the services of only those interexchange carriers or LECs authorized to do business in South Carolina by this Commission. If TCCF changes underlying carriers, it shall notify the Commission in writing.

9. With regard to the origination and termination of toll calls within the same LATA, TCCF shall comply with the terms of Order No. 93-462, Order Approving Stipulation and Agreement, in Docket Nos. 92-182-C, 92-183-C, and 92-200-C (June 3, 1993).

10. TCCF shall file surveillance reports on a calendar or

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fiscal year basis with the Commission as required by Order No. 88-178 in Docket No. 87-483-C. The proper form for these reports is indicated on Attachment A.

11. The Company shall, in compliance with Commission regulations, designate and maintain an authorized utility representative who is prepared to discuss, on a regulatory level, customer relations (complaint) matters, engineering operations, tests and repairs. In addition, the Company shall provide to the Commission in writing the name of the authorized representative to be contacted in connection with general management duties as well as emergencies which occur during non-office hours. TCCF shall file the names, addresses and telephone numbers of these representatives with the Commission within thirty (30) days of receipt of this Order. The proper form for filing the regulatory contact information is indicated on Attachment B. Further, the Company shall promptly notify the Commission in writing if the representatives are replaced, and the Company is directed to comply with the Commission regulations unless waived by the Commission.

12. As a condition of offering debit card services, the Commission requires the Company to post with the Commission a bond in the form of a Certificate of Deposit worth \$5,000 drawn in the name of the Public Service Commission of South Carolina or a surety bond in the amount of \$5,000 which is payable to the Commission. The Certificate of Deposit shall be drawn on federal or state chartered banks or savings and loan associations which

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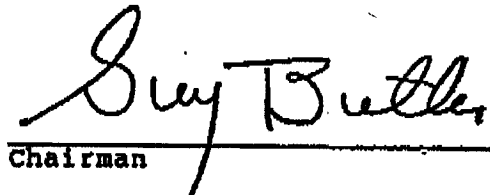
maintain an office in this state and whose accounts are insured by either the FDIC or the Federal Savings and Loan Insurance Corporation. A surety bond shall be issued by a duly licensed bonding or insurance company authorized to do business in South Carolina. This condition may be reviewed in one year.

13. TCCF shall conduct its business in accordance with Commission decisions and Orders, both past and future, including, but not limited to, any and all Commission decisions which may be rendered in Docket No. 96-018-C regarding local competition.

14. The Stipulation filed by TCCF and the SCTC is approved by this Commission, is binding upon TCCF and the SCTC, and shall be implemented as set forth in the Stipulation. We therefore make no findings or conclusions regarding competition in the rural areas of South Carolina.

15. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:



Deputy Executive Director

(SEAL)

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

DOCKET NO. 1997-273-C - ORDER NO. 2004-255

JUNE 30, 2004

IN RE: Application of Epicus, Inc. for a Certificate of Public Convenience and Necessity to Provide Resold Local Exchange Telecommunications Services in South Carolina.))))	ORDER GRANTING FLEXIBLE REGULATION
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This matter comes before the Public Service Commission of South Carolina (the Commission) on the Application of Epicus, Inc. (Epicus or the Company) for approval of flexible regulation of its local exchange services. A review of the record reveals that Epicus was granted authority to provide resold intrastate interexchange services and resold local exchange services within the State of South Carolina by Commission Order No. 97-890, dated October 16, 1997, issued in the name of Telephone Company of Central Florida, Inc. By Order No. 2003-422, dated June 19, 2003, the Commission approved the change of name of Telephone Company of Central Florida, Inc. to the Company's present name of Epicus, Inc.

Upon the Commission's receipt of Epicus's Application and pursuant to the instructions of the Commission's Executive Director, the matter was published in the Commission's subscription service. No Protests or Petitions to Intervene were received. We will therefore proceed to dispose of the matter summarily.

By its Application, Epicus requests that the Commission regulate its local telecommunications services in accordance with the principles and procedures

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JUNE 30, 2004
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established for flexible regulation by Commission Order No. 98-165 in Docket No. 97-467-C.¹ Further, Epicus requests that the Commission adopt a rate structure that incorporates maximum rate levels for its local exchange service offerings while providing the flexibility to make adjustments below the maximum rate levels in keeping with the procedures established for flexible regulation in Order No. 98-165 in Docket No. 97-467-C.

Epicus specifically requests that its local exchange tariff filings be presumed valid upon filing, subject to the Commission's right within thirty (30) days to institute an investigation of the tariff filing, in which case such tariff filings would be suspended pending further order of the Commission. Epicus also requests that any tariff filings will be subject to the same monitoring process as similarly situated competitive local exchange carriers.

Flexible regulation of local exchange services has been frequently approved by this Commission to promote competition in the telecommunications industry in South Carolina. We find that flexible regulation will continue to promote competition in the telecommunications industry in South Carolina. Accordingly, we approve Epicus's request for flexible regulation.

IT IS THEREFORE ORDERED:

1. That Epicus, Inc.'s local telecommunications services shall be regulated in accordance with the principles and procedures established for flexible regulation first granted to NewSouth Communications by Order No. 98-165 in Docket No. 97-467-C.

¹ By Order No. 98-165 issued March 5, 1998, in Docket No. 97-467-C, the principles and procedures for flexible regulation were established and first granted to NewSouth Communications, LLC.

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JUNE 30, 2004
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Specifically, the Commission adopts for Epicus, Inc.'s competitive intrastate local exchange services a rate structure incorporating maximum rate levels with the flexibility for adjustment below the maximum rate levels that will have been previously approved by the Commission.

2. That Epicus, Inc.'s local exchange service tariff filings are presumed valid upon filing, subject to the Commission's right within thirty (30) days to institute an investigation of the tariff filing, in which case the tariff filing would be suspended pending further Order of the Commission. Further, any such tariff filings will be subject to the same monitoring process as similarly situated competitive local exchange carriers.

3. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Mignon L. Clyburn, Chairman

ATTEST:



Bruce F. Duke, Executive Director

(SEAL)

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 97-273-C - ORDER NO. 2002-812
DECEMBER 2, 2002

IN RE: Application of Telephone Company of Central Florida, Inc. for a Certificate of Public Convenience and Necessity to Provide Resold Local Exchange Telecommunications Services within the State of South Carolina.))))))	ORDER AMENDING CERTIFICATE TO PROVIDE SERVICES BY WAY OF UNE-P
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This matter comes before the Public Service Commission of South Carolina (the "Commission") by way of a request filed by Telephone Company of Central Florida, Inc. ("TCCF" or the "Company") to amend its Certificate of Public Convenience and Necessity to reflect that TCCF will be providing local services through the use of resale and the unbundled network elements platform (UNE-P) in South Carolina.

TCCF was granted a Certificate of Public Convenience and Necessity to provide resold intrastate interexchange services and resold local exchange telecommunications services within the state of South Carolina on October 16, 1997, by Commission Order No. 97-890. By letter dated November 6, 2002, TCCF requests that the Commission amend the Company's Certificate of Public Convenience and Necessity to reflect that TCCF will be providing local exchange services on both a resale basis and by means of the unbundled network elements platform (UNE-P).

By its request, TCCF asserts that the Company now intends to provide service through utilization of the UNE-P. TCCF states that the Company presently provides

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resold local exchange service in South Carolina in BellSouth Telecommunications, Inc.'s ("BellSouth") service area. According to TCCF, the Company does not have any facilities in South Carolina and requests that TCCF's Certificate of Public Convenience and Necessity be amended so that it may provision UNE-P in BellSouth's service area in South Carolina.

Upon consideration of this matter, the Commission finds and concludes that the Certificate of Public Convenience and Necessity granted to TCCF should be amended to reflect that TCCF now has authority to provide local exchange services in South Carolina on both a resale basis and by means of the unbundled network elements platform (UNE-P).

IT IS THEREFORE ORDERED THAT:

1. Telephone Company of Central Florida, Inc.'s Certificate of Public Convenience and Necessity is amended to reflect that the Company has authority to provide local services through resale and by means of the unbundled network elements platform (UNE-P).

2. The Commission's records will hereby reflect the amendment of Telephone Company of Central Florida, Inc.'s authority in South Carolina.

DEC -05 02 (THU) 16:33

SC PUBLIC SERVICE COMMISSION

TEL: 18037375199

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P. 002

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DECEMBER 2, 2002
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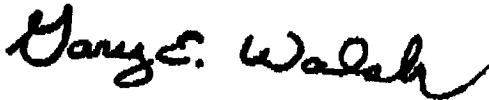
3. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Mignon L. Clyburn, Chairman

ATTEST:



Gary E. Walsh, Executive Director

(SEAL)

(MON) JUL 18 2005 16:08/ST. 15:39/NO. 6307848631 P. 6

FROM EPICUS INC.

Exhibit F



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of EPICUS COMMUNICATIONS GROUP, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is H67764.



CR2EO22 (2-03)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-seventh day of July, 2005

Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF INCORPORATION

OF

HYDROBAC CORPORATION

FILED
JUL 22 9 05 PM '05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

467764

The undersigned subscribes . . . to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Hydrobac Corporation

and its initial post office address and its principal office for the conduct of business is:

6500 Jarvis Road
Sarasota, Florida 33583

The initial registered agent for this corporation is Donald M. Nodholm, 6500 Jarvis Road, Sarasota, Florida 33583.

The Board of Directors may from time to time move the principal office to any other address in Florida or replace the initial registered agent and appoint a successor registered agent.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To invest in, own, control and manage a business, and to develop, manufacture and market new commercial bacteria for a profit.

(b) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.

(c) To carry on any and all business as manufacturers, producers, merchants, wholesalers and retailers, importers and exporters, generally without limitation as to class of product and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

(d) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

(e) To such extent as a corporation organized under the Florida General Corporations Act may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incidental to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercised under the Florida General Corporations Act, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(f) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 100,000 shares of common stock at \$0.01 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting

duly convened and held. The minimum capital with which this corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE IV

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase such stock at book value. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have thirty (30) days in which to exercise its rights to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same shall not transfer or otherwise dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation, stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value within thirty (30) days after the service of such notice upon the last stockholder is served. In the event that any one or more of the other stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase, and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his shares of stock to the stockholder or stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the seller as and for the purchase price thereof an amount equal to the book value of the stock at the time of such transfer.

In the event that only one of the other stockholders desires to exercise his option to purchase as provided for herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders shall elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within six (6) months from the date of giving such notice to such person at such price as he may see fit. Said person or persons acquiring the same shall in his or their turn hold such stock again subject to all the terms and conditions herein contained. If such sale be not made within said period of six (6) months, no sale shall be made without again giving notice and offering to the corporation and the other stockholders as herein provided.

Nothing herein contained shall be construed to prevent any stockholders of the corporation from pledging their stock as security for a debt or obligation; in the event that such debt is foreclosed, the person acquiring such stock by such foreclosure shall hold the stock subject to the terms and conditions contained herein and shall immediately give the other stockholders of this corporation as herein provided an option to purchase of the shares so acquired at the price and under the terms hereinabove provided.

Nothing herein contained shall be construed as preventing a stockholder from transferring his shares of stock to any person, firm or corporation or trust with the consent of the stockholders at the first meeting of the stockholders or upon written consent of all stockholders or at any other stockholder's meeting after notice has been given in writing to all of the other stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer.

ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit to the other stockholders. Written notice of the intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within sixty (60) days after such notice.

ARTICLE VI

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President and any other officer the Board of Directors may seem expedient. Any two or more offices except President and Secretary may be held by the same person.

ARTICLE VII

The names and post office addresses of the original subscribers to these Articles of Incorporation, the officers, and the member of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified, are as follows:

Name	Address	Office
DONALD M. NODHOLM	6500 Jarvis Road Sarasota, Florida 33583	President

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may in anyway be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or

controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 18 day of July, 1985.


Donald M. Nodholm, Incorporator

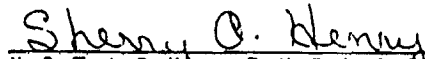
STATE OF FLORIDA)

) SS

COUNTY OF SARASOTA), to-wit:

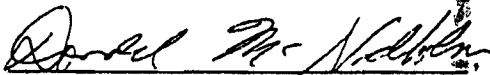
I hereby certify that on this day before me, a notary public duly authorized in the state of Florida and County of Sarasota to take acknowledgments, personally appeared to me known to be the person, DONALD M. NODHOLM, described as the Incorporator to the foregoing Articles of Incorporation and who executed the same, and acknowledged before me that he signed those Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 18th day of July, 1985.


NOTARY PUBLIC

Notary Public, State of Florida at Large
My Commission Expires Feb. 13, 1988

WITNESS my respective hand and seal this 18 day of July, 1985.


Incorporator

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF HYDROBAC CORPORATION

FILED
1986 MAR 17 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is HYDROBAC CORPORATION, and such name remains unchanged. These Amended and Restated Articles of Incorporation of HYDROBAC CORPORATION have been duly adopted by the Board of Directors of this corporation, pursuant to Section 607.194, Florida Statutes, as amended. Amendments to the original Articles of Incorporation of this corporation as included herein have been adopted pursuant to Section 607.181 and Section 607.194(4), Florida Statutes, as amended. There is no discrepancy between these Amended and Restated Articles of Incorporation and the original Articles of Incorporation of this corporation other than the inclusion of amendments so adopted and the omission of matters of historical interest.

ARTICLE I - Existence

This corporation, having commenced existence upon the filing of its original Articles of Incorporation on July 22, 1985, shall continue such existence and shall, upon the filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, be governed hereby.

ARTICLE II - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE III - Authorized Shares

A. Common Stock. This Corporation is authorized to issue Ten Million (10,000,000) Shares of Common Stock, each having a par value of \$.001. The adoption of this amended article is intended to effect a reclassification of the authorized and outstanding shares of common stock of the Corporation. Accordingly, each share of common stock of the Corporation, \$.01 par value, authorized and outstanding as of the date of the adoption of this amended article shall be reclassified into One Hundred (100) Shares of Common Stock of the Corporation, \$.001 par value. Certificates evidencing the ownership of shares of common stock outstanding as of the date of the adoption of this amended article shall be surrendered to the Corporation and cancelled, and the Corporation shall promptly issue replacement certificates to the holders thereof evidencing ownership of appropriate numbers of shares of reclassified common stock of the Corporation, \$.001 par value.

B. Other Securities. Upon the sole authority of the Board of Directors of the corporation, the corporation may issue warrants, options, rights of subscription and other instruments vesting in the holders thereof the right to purchase the authorized but unissued capital stock of the corporation as authorized by this Article and as may be authorized by these Amended and Restated Articles of Incorporation as amended from time to time.

ARTICLE IV - Registered Office and Agent

The street address of the registered office of this corporation shall continue to be 6500 Jarvis Road, Sarasota, Florida, 33583, and the name of the registered agent of this corporation at that address shall continue to be Donald M. Nodholm.

ARTICLE V - Board of Directors

This corporation shall hereafter have three (3) directors. The number of directors may be increased from time to time by the Bylaws. The names and addresses of the directors of this corporation are:

NAME

ADDRESS

Donald M. Nodholm 6500 Jarvis Road
Sarasota, Florida 33583

John T. Goorley 3206 Highland Terrace West
Austin, Texas 78731

Peter E. Kent 4358 Trails Drive
Sarasota, Florida 33582

The foregoing persons shall serve as the directors of this corporation until the next annual meeting of the shareholders or until their successors are elected and qualified.

ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - Adoption of Amendments

The amendments to the original Articles of Incorporation of this corporation included herein have been adopted by all of the directors of the Corporation and all of the shareholders of the Corporation entitled to vote thereon, by written action pursuant to Section 607.181, Florida Statutes, effective February 7, 1986.

IN WITNESS WHEREOF the undersigned President and Assistant Secretary of this Corporation have executed these Amended and Restated Articles of Incorporation this 13th day of March, 1986.

HYDROBAC CORPORATION

By

Donald M. Nodholm
DONALD M. NODHOLM,
Its President

Attest:

John H. Lewis
JOHN H. LEWIS,
Assistant Secretary

STATE OF FLORIDA)

: ss

COUNTY OF SARASOTA)

Before me, personally appeared DONALD M. NODHOLM, to me well known and known to me to be the person described as President of Hydrobac Corporation, and who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged the execution to be his free act and deed as such officer for the purposes therein expressed.

Witness my hand and official seal this 13 day of ~~February~~ March 1986.

Debra J. Strauser
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 3, 1988
Bonded thru the Insurance Co.

The undersigned, having been designated in the foregoing Amended and Restated Articles of Incorporation to continue to serve as Registered Agent, hereby agrees to accept said designation.

Donald M. Nodholm
DONALD M. NODHOLM

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HYDROBAC CORPORATION

FILED
1986 JUL 16 PM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of HYDROBAC CORPORATION is amended to read as follows:

The name of the corporation is changed to:

PROBAC INTERNATIONAL CORPORATION

This amendment was adopted by the shareholders on June 16, 1986 to be effective July 7, 1986.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on July 11, 1986.

Attest:

HYDROBAC CORPORATION

[Signature]
Secretary

By [Signature]
President

(CORPORATE SEAL)

STATE OF FLORIDA)

SS

COUNTY OF SARASOTA)

BEFORE ME personally appeared DONALD M. NODHOLM, to me well known and known to me to be the person described as President of HYDROBAC CORPORATION and who executed the foregoing Articles of Amendment, and he acknowledged the execution to be his free act and deed as such officer, for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of July, 1986.

[Signature]
NOTARY PUBLIC
My Commission Expires:

State of Florida
Commission Expires Nov. 11, 1988

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROBAC INTERNATIONAL CORPORATION

FILED

AUG 27 12 05 PM '86

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III.A. of the Amended and Restated Articles of Incorporation of Probac International Corporation, as amended, is hereby amended and the corporation shall hereafter be authorized to issue Twenty Million (20,000,000) shares of Common Stock, each having a par value of \$.001.

The registered office of the corporation is hereby changed to 4370 South Tamiami Trail, Suite 301, Sarasota, Florida 33581. Donald M. Nordholm shall continue as the registered agent of the corporation at such address.

This Amendment was adopted by written action of the Shareholders pursuant to Section 607.394, Florida Statutes (1985), as amended, on August 22, 1986.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on August 25, 1986.

Attest:

PROBAC INTERNATIONAL CORPORATION

Secretary

By Donald M. Nordholm
President

(CORPORATE SEAL)

STATE OF FLORIDA)

COUNTY OF SARASOTA)

BEFORE ME personally appeared DONALD M. NODHOLM, to me well known and known to me to be the person described as President of PROBAC INTERNATIONAL CORPORATION and who executed the foregoing Articles of Amendment, and he acknowledged the execution to be his free act and deed as such officer, for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of August, 1986.

Continued J. Scott
Notary Public

My commission expires:

(SEAL)

Notary Public, State of Florida

My Commission Expires Nov. 11, 1988

Guaranteed Trust Insurance, Inc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROBAC INTERNATIONAL CORPORATION

FILED

AUG 13 12 00 PM '87

RECEIVED FOR STATE
TALLAHASSEE, FLORIDA

Article III.A. of the Amended and Restated Articles of Incorporation of PROBAC INTERNATIONAL CORPORATION, as amended, is hereby amended to reclassify each outstanding share of Common Stock, par value \$.001 per share, into 2.5 shares of Common Stock, par value \$.001 per share. This amendment was adopted by written action of the shareholders pursuant to Section 607.394, Florida Statutes (1985) as amended, on March 10, 1987.

Article III.A. of the Amended and Restated Articles of Incorporation of PROBAC INTERNATIONAL CORPORATION, as amended, is hereby amended and the corporation shall hereafter be authorized to issue Fifty Million (50,000,000) shares of Common Stock, each having a par value of \$.001. This amendment was adopted by written action of the shareholders pursuant to Section 607.394, Florida Statutes (1985) as amended, on August 7, 1987.

IN WITNESS WHEREOF, the undersigned _____ President and Secretary of this corporation have executed these Articles of Amendment on August 10, 1987.

ATTEST:

PROBAC INTERNATIONAL CORPORATION

Secretary

By

President

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME personally appeared DONALD M. NODHOLM
to me well known and known to me to be the person described
as President of PROBAC INTERNATIONAL CORPORATION and
who executed the foregoing Articles of Amendment, and he
acknowledged the execution to be his free act and deed as
such officer, for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of
August, 1987.

Catherine J. Scott
NOTARY PUBLIC
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Nov. 11, 1988
Bonded The Tary Tam Insurance, Inc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROBAC INTERNATIONAL CORPORATION

FILED
07 DEC 31 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III.A. of the Amended and Restated Articles of Incorporation of PROBAC INTERNATIONAL CORPORATION, as amended, is hereby amended to effect a two for one reverse split of all outstanding shares of Common Stock, \$.001 par value, so that each two such shares outstanding at October 30, 1987 shall, as of November 30, 1987, be deemed to equal one share of Common Stock, \$.001 par value. Certificates evidencing outstanding shares need not be surrendered but shall hereafter be deemed to give effect to the foregoing reverse split, notwithstanding share amounts set forth on such certificates. This amendment was adopted by written action of the shareholders pursuant to Section 607.394, Florida Statutes (1985) as amended, on November 30, 1987.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on December 11, 1987.

ATTEST:

PROBAC INTERNATIONAL CORPORATION

Secretary

By

President

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME personally appeared DONALD M. NODHOLM, to me well known and known to me to be the person described as

President of PROBAC INTERNATIONAL CORPORATION and who executed the foregoing Articles of Amendment, and he acknowledged the execution to be his free act and deed as such officer, for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of December, 1987.

[Signature]
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES MAR. 30, 1991.
BONDED - BY NOTARY PUBLIC UNDERWRITERS.

10/06/1994 13:33

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CORPORATE CREATIONS

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TRIDENT WORLDWIDE OF

P. 81

HB4000009463

Articles of Amendment

Article I. Name

The name of this Florida corporation is Probac International Corporation (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed to Trident Environmental Systems Inc., and the mailing address of the Corporation is changed to:

Trident Environmental Systems Inc.
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401

Article III. Date Amendment Adopted


The amendment set forth in these Articles of Amendment was adopted on October 5, 1994.

Article IV. Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed and adopted by the Corporation's Board of Directors. Shareholder approval was not required of this amendment.

An authorized representative of the Corporation executed these Articles of Amendment on October 5, 1994.

Probac International Corporation

By: 
Name: CHAIRMAN
Title: D.S. INSEDY

Tom Craft, Florida Bar #881503
Tom Craft, J.D.
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

HB4000009463

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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10-05-1994 11:30 407 833 3008

CORPORATE CREATIONS

TRIDENT WORLDWIDE OF

PAGE 01

P.03

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**Articles of Merger
of
Probac International Corporation**

Article I. Name of Surviving Corporation

The name of this Florida corporation is Probac International Corporation

Article II. Agreement and Plan of Merger

The Agreement and Plan of Merger is attached as an exhibit to the Articles of Merger.

Article III. Effective Date of Merger

The corporate existence of the Surviving Corporation shall begin effective as of the date of filing of the Articles of Merger.

Article IV. Adoption of Plan of Merger

The plan of merger was adopted by the Board of Directors of Probac International Corporation on September 14, 1994 (shareholder approval was not required as provided for by the Florida Business Corporation Act). The plan of merger was adopted by the shareholders of Trident International Trading Ltd., Inc. on September 26, 1994.

An authorized representative of the Merging and of the Surviving Corporations executed these Articles of Merger on October 5, 1994.

Probac International Corporation

Trident International Trading Ltd., Inc.

By: Luciano L. Vercel

By: Markus Gertsch

Name: LUCIANO L. VERCCEL

Name: Markus Gertsch

Title: President

Title: President

Tom Craft, Florida Bar #881808
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 888-8008

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10/01/1994 13:37

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AMERICAN INVESTOR

CORPORATE CREATIONS

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AGREEMENT AND PLAN OF MERGER

DATE: September 14, 1994

PARTIES: TRIDENT INTERNATIONAL TRADING, LTD., INC.
a New York
corporation authorized to do business in Florida,
(Merging Corporation)

and

PROBAC INTERNATIONAL CORPORATION, a Florida
corporation, (Surviving Corporation)

AGREEMENTS:

SECTION 1. MERGER

On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

SECTION 2. SHAREHOLDER APPROVAL

Notwithstanding upon the full execution of this agreement, the Merging Corporation and the Surviving Corporation shall each submit this agreement to its shareholders for approval in accordance with Business Corporation Act of the state of Florida.

SECTION 3. EFFECTIVE DATE AND CLOSING

3.1 Effective Date. The merger of the Merging Corporation and the Surviving Corporation shall be effective (Effective Date) upon the filing of the Articles of Merger in accordance with the Business Corporation Act of the state of Florida.

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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3.2 Closing. Subject to the satisfaction of the conditions set forth in Sections 10 and 11 of this agreement, the closing of this merger shall take place at the office of the Surviving Corporation on September 14, 1994, or at such other place or at such other times as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of the closing:

3.2.1 Filing of Articles of Merger. The Surviving Corporation and the Merging Corporation shall cause the Articles of Merger to be filed.

3.2.2 Certificates. The Merging Corporation and the Surviving Corporation shall each deliver to the other certified copies of the resolutions of the Board of Directors and Shareholders of the delivering corporation approving the merger.

3.3 Further Assurances. From time to time after the closing, the parties shall execute and deliver such other documents and take such other actions as may reasonable be required to accomplish the merger.

SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation equal to 1.3 million shares of common stock.

4.1.1 It is understood that the amount of shares issued by Probac International Corporation are approximately 14,000,000 common stock as of May 31, 1994.

4.2 Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation, notwithstanding the merger.

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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SECTION 5. CORPORATE INCIDENTS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

5.2 Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

5.3 Board of Directors and Officers. The new Board of Directors of the Surviving Corporation shall be: L.T. Fan, Bryon Fox, Robin Sommerville, Howard Horton, Harold Brock, R.H. Grey, Lucian Vestal and Stephan Inezedy.

SECTION 6. REPRESENTATIONS AND WARRANTIES OF MERGING CORPORATION

6.1 Organization. The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the state of Florida and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction. No proceeding is pending or threatened involving the Merging Corporation in which it is alleged that the nature of its business makes qualification necessary in any additional jurisdiction.

6.2 Capitalization. The issued and outstanding stock of the Merging Corporation consists solely of common stock with a par value of .01. All of the issued and outstanding shares of the Merging Corporation are validly issued and outstanding, fully paid and nonassessable. There are no existing options, warranties, calls, preemptive rights (except certain statutory rights not affecting the transactions hereunder), or commitments of any kind relating to the Merging Corporation's authorized and unissued capital stock.

6.3 Subsidiaries. The Merging Corporation has no subsidiaries.

6.4 Valid and Binding Agreement. The execution and delivery of this agreement has been approved by the Board of Directors of the Merging Corporation, and this agreement constitutes a valid and binding obligation of the Merging Corporation in accordance with its terms. The execution and delivery of this agreement and the consummation thereof do not and will not violate any provision of any judicial or governmental decree, order, or judgment or conflict with, or result in a breach of, or

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constitute a default under, the Articles of Incorporation or bylaws of the Merging Corporation, or any material agreement or instrument to which the Merging Corporation is a party or by which it is bound.

6.5 Financial Statements. The Merging Corporation has furnished Surviving Corporation with the Merging Corporation's balance sheet as of 9/15/94, and its income statement for the years ended on such dates, together with the report of an independent certified public accountants. The Merging Corporation has also furnished the Merging Corporation's unaudited balance sheet as of 9/11/94 (Latest Balance Sheet) and its income statement for the months ended on such date. All such financial statements, (including the notes thereof) are correct and complete, and the audited financial statements have been prepared in accordance with generally accepted accounting principles consistently applied and fairly present in the financial position of the Merging Corporation on the dates thereof and the results of its operations for the periods then ended.

6.6 Undisclosed Liabilities. The Merging Corporation has no liability or obligation, absolute or contingent, including without limitation, liabilities for federal, state, local or foreign taxes, that is not reflected on the Latest Balance Sheet, except for changes in the amounts of the liabilities shown on the Latest Balance Sheet that have arisen since the date of the Latest Balance Sheet in the ordinary course of business and that are not materially adverse to the business, assets, or operation of the Merging Corporation.

6.7 Title to Properties. The Merging Corporation has good and marketable title to all of its properties and assets, real and personal (including those reflected in the Latest Balance Sheet except as since sold or otherwise disposed of in the ordinary course of business), free and clear of all liens and encumbrances except, with respect to the real property. The Merging Corporation has received no notice of violation of any law, regulation, ordinance, or other requirement relating to its business or operations or its owned or leased real or personal properties.

6.8 Condition of Personal Property. Except as disclosed in the Latest Balance Sheet: (1) the machinery and equipment of the Merging Corporation is in good and usable condition, reasonable wear and tear excepted; (2) substantially all its inventories, as valued in the Latest Balance Sheet, are good and salable, and not obsolete, and will be sold, used, or consumed in the usual and ordinary course of business of the Merging Corporation as now conducted; and (3) the accounts receivable of the Merging Corporation as shown on the Latest Balance Sheet are good and collectible at the aggregate recorded amount after reserved thereof, subject to no counterclaims or setoffs.

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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6.9 Condition of Real Property. The real property of the Merging Corporation, and to the best of the Merging Corporation's knowledge, the surrounding areas, are not currently and have not ever been subject to hazardous or toxic substances or wastes or to their effects, and there are no claims, litigation, administrative or other proceedings, whether actual or threatened, or judgment or others, relating to any hazardous or toxic substances or wastes, discharges, emissions, or other forms of pollution relating in any way to the real property or improvements of the Merging Corporation.

6.10 Adequacy of Rights; Patents and Trademarks. The Merging Corporation owns or possesses adequate patents, franchises, licenses or other rights to use all trade names, trademarks, patents, copyrights, trade secrets, formulas, design rights, and other intangible assets necessary to conduct its business, and its business as it is expected to be conducted, to purchase and sell the products now being purchased and sold, and to perform the services now being performed by it.

6.11 Obligations; Litigation. The Merging Corporation has performed all material obligations required to be performed by it to date, and is not in default under any agreement, lease or other document to which it is a party, or under any law or order of any court or other governmental agency, which has or may have a material effect on the business, operations, or financial conditions of the Merging Corporation. There are no claims, actions, suits, or proceedings pending or threatened at law or in equity or before or by any federal, state, or other governmental agency, which if adversely determined would have an adverse effect on the business, operations, or financial condition of the Merging Corporation or would prevent or hinder the consummation of the merger. No party with whom the Merging Corporation has an agreement, lease or other arrangement which is of material importance to the Merging Corporation is in default thereunder.

6.12 Compliance with Laws. The business of the Merging Corporation has been conducted consistent with the material provisions of all applicable laws and regulations, of federal, state, and local governments (including, without limitation, any applicable building, zoning, health, safety, or environmental ordinance or regulation). No improper gifts or illegal payments have been made or received on behalf of the Merging Corporation by any of its officers, directors, employees, or agents.

6.13 Contracts. The merging Corporation has disclosed to the Surviving Corporation all major contracts relating to the Merging Corporation's business including (1) all contracts with sales representatives which are not terminable on 30 days notice or less; (2) any other contract or commitment, not in the ordinary course of business, involving a liability by or to the Merging Corporation to pay in the aggregate

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Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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more than \$ 0 ; and any other contract, agreement, or arrangement, not in the ordinary course of business, which is or may be material to the business, operations, or financial condition of the Merging Corporation. The Merging Corporation has not entered into any employment contract or any other contract, agreement, or commitment which will require the Merging Corporation to provide goods or services more than 90 days from the date hereof, whether in the ordinary course of business or otherwise.

6.14 Long-term Debt. Except as disclosed in its Financial Statements, the Merging Corporation has no obligations for the repayment of borrowed money which has a maturity date of more than one year from the date such obligation was incurred.

6.15 Tax Matters. The Merging Corporation has filed all federal, state, local, and foreign tax returns required to be filed by it and has paid all federal, state, local, and foreign tax required to be paid. All taxes and governmental charges levied or assessed against the property or the business of the Merging Corporation have been paid, other than taxes or charges the payment of which is not yet due or which, if due, are not yet delinquent or which have not been finally determined or which are being contested in good faith. The amounts set up as provisions for taxes on the Latest Balance Sheet are sufficient for the payment of all unpaid taxes and other governmental charges applicable to the property or the business of the Merging Corporation for the period ended on the date of the Latest Balance Sheet and all periods prior thereto.

6.16 Labor Matters. The Merging Corporation is not a party to any collective bargaining agreement, and there is no pension or profit-sharing plan for the Merging Corporation's employees. The Merging Corporation has complied with all laws and regulations which relate to employee civil rights and equal employment opportunities and there are no presently pending or threatened labor problems which do or may in the future adversely affect the business, operations, or financial condition of the Merging Corporation.

6.17 Insurance. During its past three fiscal years, the Merging Corporation has been adequately insured with reputable insurers with respect to its properties, assets and business against risks normally insured against by companies in similar lines of business.

6.18 Suppliers and Customers. The Merging Corporation is not aware that any major customer or supplier of the Merging Corporation intends to discontinue or diminish its business relationship with the Merging Corporation on account of the transactions contemplated hereunder or otherwise.

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6.19 Completeness of Disclosure. Neither this agreement nor any certificate, exhibit, schedule, or other instrument furnished or to be furnished by the Merging Corporation to the Surviving Corporation pursuant to this agreement, or in connection with the merger, contains or will contain any untrue statement of a material fact or omits or will omit to state a material fact necessary in order to make the statements contained not misleading. There is no fact which materially affects the business, operations, or condition (financial or otherwise) of the Merging Corporation which has not been set forth in this agreement or in any Exhibit, certificate, or schedule furnished under this agreement.

SECTION 7. REPRESENTATIONS AND WARRANTIES OF SURVIVING CORPORATION

7.1 Organization. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the state of Florida and has the corporate power to own its properties and to carry on its business as now conducted.

7.2 Capitalization. The issued and outstanding stock of the Surviving Corporation consists solely of approximately 14,000,000 shares of common stock with a par value of .001. All of the issued and outstanding shares of the Surviving Corporation are validly issued and outstanding, fully paid and nonassessable. There are no existing options, warrants, calls, preemptive rights (except certain statutory rights not affecting the transactions hereunder), or commitments of any kind relating to the Surviving Corporation's authorized and unissued capital stock.

7.3 Shares Issued in Merger. The shares of stock of the Surviving Corporation to be issued to the shareholders of the Merging Corporation in the merger shall be fully paid and nonassessable. However, the issuance of shares by the Surviving Corporation will not be registered under the Securities Act of 1933 as amended (Act), nor the securities law of any state, and the Certificate for the Shares shall bear a legend stating that the shares shall not be offered, sold, pledged, hypothecated, or otherwise transferred or disposed of without registration under the Act and any applicable state securities law or an opinion of counsel or other evidence satisfactory to counsel for the Corporation that an exemption from such registrations is available. The Surviving Corporation is under no obligation to register the shares or to assist shareholders of the Merging Corporation in complying with an exemption from registration.

7.4 Valid and Binding Agreement. The execution and delivery of this agreement has been approved by the Board of Directors of the Surviving Corporation, and this agreement constitutes a valid and binding obligation to the Surviving Corporation in accordance with its terms. The execution and delivery of this

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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CORPORATE RELATIONS

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agreement and the consummation thereof do not and will not violate any provision of any judicial or governmental decree, order, or judgment or conflict with, or result in a breach of, or constitute a default under, the Articles of Incorporation or bylaws of the Surviving Corporation, or any material agreement or instrument to which the Surviving Corporation, or any material agreement or instrument to which the Surviving Corporation is a party or by which it is bound.

7.5 Financial Statements. The Surviving Corporation has furnished the Merging Corporation with the Surviving Corporation's balance sheet as of 9/10/94, and its income statement for the years ended on such dates, together with the report of Peter Timmermann, 3700 South Tamiami Trail, Suite 210, Sarasota, Florida 34239, an independent certified public accountant.

7.6 Litigation. There are no claims, actions, suits, or proceedings pending or threatened at law or in equity or before or by any federal, state, or other governmental agency, which if adversely determined would have an adverse effect on the business, operations, or financial condition of the Surviving Corporation or would prevent or hinder the consummation of the merger.

7.7 Completeness of Disclosure. Neither this agreement nor any certificate, exhibit, schedule, or other instrument furnished or to be furnished by the Surviving Corporation to the Merging Corporation pursuant to this agreement, or in connection with the merger contains or will contain any untrue statement of a material fact or omits or will omit to state a material fact necessary in order to make the statements contained not misleading. There is no fact which materially adversely affects or may, in the future, materially adversely affect the business, operations, or condition (financial or otherwise) of the Surviving Corporation which has not been set forth in this agreement or in any exhibit, certificate, or schedule furnished under this agreement.

SECTION 8. SURVIVAL OF REPRESENTATIONS AND WARRANTIES

All representations and warranties of the Merging Corporation and the Surviving Corporation shall be true and complete as of the closing and shall survive the closing.

SECTION 9. CONDITIONS PRECEDENT TO OBLIGATIONS OF MERGING CORPORATION

The obligation of the Merging Corporation to consummate the merger is at the option of the Merging Corporation, subject to the fulfillment, prior to or at the closing, of each of the following conditions:

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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9.1 Representations and Performance. The representations and warranties made under this agreement by the Surviving Corporation shall be true and correct in all material respects at the time of the closing, and the Surviving Corporation shall have performed and complied with all agreements, covenants, and conditions required of the Surviving Corporation by the closing under the terms of this agreement.

9.2 Adverse Changes. There shall not have been any material adverse changes in the conditions, financial or otherwise, or business of the Surviving Corporation since the date of the Latest Balance Sheet of the Surviving Corporation.

9.3 Shareholder Approval. This agreement shall have been approved by the holders of a majority of the issued and outstanding shares of the stock of the Merging Corporation as required under the Business Corporation Act of the state of Florida.

9.4 Dissenters' Rights. Prior to the approval of this agreement by the shareholders of the Merging Corporation, the Merging Corporation shall not have received written notice of intent to assert dissenters' rights and demand payment of fair value for shares by reason of this merger from the holders of more than five percent of the issued and outstanding shares of stock of the Merging Corporation.

SECTION 10. CONDITIONS TO OBLIGATIONS OF SURVIVING CORPORATION

The obligation of the Surviving Corporation to consummate the merger is, at the option of the Surviving Corporation, subject to the fulfillment, prior to or at the closing, of each of the following conditions:

10.1 Representations and Performance. The representations and warranties made under this agreement by the Merging Corporation shall be true and correct in all material respects at the time of the closing, and the Merging Corporation shall have performed and complied with all agreements, covenants, and conditions required of the Merging Corporation by the closing under the terms of this agreement.

10.2 Adverse Changes. There shall not have been any material adverse changes in the conditions, financial or otherwise, or business of the Merging Corporation since the date of the Latest Balance Sheet of the Merging Corporation.

10.3 Shareholder Approval. This agreement shall have been approved by the holders of a majority of the issued and outstanding shares of the stock

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Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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CORPORATE CREATIONS

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of the Surviving Corporation as required under the Business Corporation Act of the state of Florida or a Court Order.

10.4 Dissenters' Rights. Prior to the approval of this agreement by the shareholders of the Surviving Corporation, the Surviving Corporation shall not have received written notice of intent to assert dissenters' rights and demand payment of fair value for shares by reason of this merger from the holders of more than five percent of the issued and outstanding shares of stock of the Surviving Corporation.

10.5 Investment Representations. The shareholders of the Merging Corporation receiving stock of the Surviving Corporation in the merger shall execute and deliver to Surviving Corporation an investment representation certificate warranting and representing that the shareholder:

10.5.1 Has sufficient knowledge and experience to evaluate the merits and risks of his or her investment in the shares of the Surviving Corporation.

10.5.2 Has been provided with, or given reasonable access to, full and fair disclosure of all information material to his or her investment in the shares of the Surviving Corporation.

10.5.3 Understands that no market is likely to exist for the shares of the Surviving Corporation and does not anticipate the need to sell the shares in the foreseeable future.

10.5.4 Is acquiring the shares of the Surviving Corporation for the shareholder's own account for investment purposes only and not with a view to their distribution.

10.5.5 Understands that the shares will not be registered under the Securities Act of 1933, as amended (Act) nor the securities law of any state, and accordingly these securities may not be offered, sold, pledged, hypothecated, or otherwise transferred or disposed of in the absence of registration or the availability of an exemption from registration under the Act and any applicable state securities law. The shareholder further understands that the Surviving Corporation is under no obligation to register the shares on behalf of the shareholder or to assist the shareholder in complying with an exemption from registration.

10.5.6 Understands that the certificate for the shares of the Surviving Corporation will bear a legend that the shares shall not be offered, sold, pledged, hypothecated, or otherwise transferred or disposed of without registration under

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CORPORATE CREATIONS

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PAGE 11

P. 12

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the Act and any applicable state securities law or an opinion of counsel or other evidence satisfactory to counsel for the Corporation that an exemption from such registrations is available.

10.6 Conditions to Obligations of Both Corporations. The obligations of the Merging Corporation and the Surviving Corporation to consummate the merger are, at the option of either party, subject to the condition that, at the time of the closing, no suit, action, or other proceeding is pending or threatened before any court or other governmental agency in which it is sought to restrain or prohibit or to obtain damages or other relief in connection with this agreement or the consummation of the merger.

SECTION 11. EXPENSES

The Surviving Corporation and the Merging Corporation shall each bear their own expenses, including legal and accounting fees, incurred in connection with this transaction. The Merging Corporation agrees to pay registration fees.

SECTION 12. INTENT

It is the intent of the parties that the transaction contemplated by this agreement shall constitute a merger under the Business Corporation Act of the state of Florida and qualify as a tax-free corporate reorganization within the meaning of IRC § 368(a)(1)(A).

SECTION 13. MISCELLANEOUS PROVISIONS

13.1 Time of Essence. Time is of the essence of this agreement.

13.2 Binding Effect. The provisions of this agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties.

13.3 Notice. Any notice of other communication required or permitted to be given under this agreement shall be in writing and shall be mailed by certified mail, return receipt requested, postage prepaid, addressed to the parties as follows:

INC.
Trident International Trading, Ltd. (Merging Corp.)
400 South Australian Ave., Suite 750
West Palm Beach, FL 33401

11

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Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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CORPORATE CREATIONS

PAGE 14

MEMORANDUM INVESTOR

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Probar International Corporation (Surviving Corp.)
244 Cedar Park Circle
Sarasota, FL 34242

All notices and other communications shall be deemed to be given at the expiration of three days after the date of mailing. The address of a party to which notices or other communications shall be mailed may be changed from time to time by giving written notice to the other party.

13.4 Litigation Expenses. In the event of a default under this agreement, the defaulting party shall reimburse the nondefaulting party or parties for all costs and expenses reasonably incurred by the nondefaulting party or parties in connection with the default, including without limitation attorney's fees. Additionally, in the event a suit or action is failed to enforce this agreement or with respect to this agreement, the prevailing party or parties shall be reimbursed by the other party for all costs and expenses incurred in connection with the suit or action, including without limitation reasonable attorney's fees at the trial level and on appeal.

13.5 Waiver. No waiver of any provision of this agreement shall be deemed, or shall constitute, a waiver of any other provision, whether or not similar, nor shall any waiver constitute a continuing waiver. No waiver shall be binding unless executed in writing by the party making the waiver.

13.6 Applicable Law. This agreement shall be governed by and shall be construed in accordance with the laws of the state of Florida.

13.7 Entire Agreement. This agreement constitutes the entire agreement between the parties pertaining to its subject matter, and it supercedes all prior contemporaneous agreements, representations, and understandings of the parties. No supplement, modification, or amendment of this Agreement shall be binding unless executed in writing by all parties.

DATED September 14, 1994 at Okeechobee, state of Florida.

Tom Craft, Florida Bar #801503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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CORPORATE CREATIONS

PAGE 16

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TRIDENT INTERNATIONAL TRADING, LTD INC.
(Merging Corporation)

Witness

By:

Markus Gersuch
President

Witness

By:

D. Stephan Inezedy
Chairman of the Board

PROBAC INTERNATIONAL CORPORATION
(Surviving Corporation)

Witness

By:

Luolan L. Vostal
President

Witness

By:

Wilfred N. Desrosiers
Wilfred N. Desrosiers
Treasurer

Tom Craft, Florida Bar #881503
400 Australian Avenue, Suite 750
West Palm Beach, FL 33401
(407) 833-8005

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Articles of Amendment
Changing Corporate Name From
Trident Environmental Systems Inc.
to
Phoenix International Industries Inc.

FILED
96 SEP -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FL

Article I. Name

The name of this Florida corporation is Trident Environmental Systems Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Trident Environmental Systems Inc. to Phoenix International Industries Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on September 6, 1996.

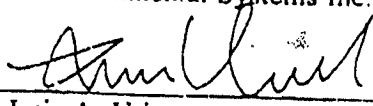
Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on September 6, 1996.

Trident Environmental Systems Inc.

By:


Luis A. Uriarte

Its:

Assistant Secretary

H96000012443

Corporate Croations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHOENIX INTERNATIONAL INDUSTRIES INC.

(H00000031448)

FILED
JUN 16 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

On February 2, 2000, the Board of Directors of Phoenix International Industries Inc. passed a resolution, wherein it recommended to the Shareholders of the Corporation that Article III A of the Articles of Incorporation be amended, and thereafter the Shareholders, on March 1, 2000, approved said Amendment. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is PHOENIX INTERNATIONAL INDUSTRIES INC.
2. Article III A of the articles of incorporation of PHOENIX INTERNATIONAL INDUSTRIES INC. was amended as follows:

ARTICLE III A. CAPITALIZATION

The total number of shares of capital stock which the Corporation has the authority to issue is two hundred twenty million (220,000,000). The total number of shares of common stock which the Corporation is authorized to issue is two hundred million (200,000,000) and the par value of each share of such common stock is one-tenth of one cent (\$.001) for an aggregate par value of two hundred thousand dollars (\$200,000). The total number of shares of preferred stock which the Corporation is authorized to issue is twenty million (20,000,000) and the par value of each share of such preferred stock is one-tenth of one cent (\$.001) for an aggregate par value of twenty thousand dollars (\$20,000). The voting powers, designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporation's board of directors (the "Board of Directors"), in accordance with the provisions of the General Corporation Law of the State of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

3. The foregoing Amendment to Articles of Incorporation was duly adopted by the SHAREHOLDERS on March 1, 2000 and the number of votes cast for the amendment was sufficient for approval.

(H00000031448 4)

Jun-16-00 12:42pm From: L. VAN STILLMAN PA

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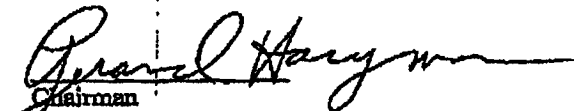
T-848 P.04/04 F-027

(R000000031448 4)

In witness whereof, the undersigned Chairman of this corporation has executed these Articles of Amendment on June 16, 2000.

PHOENIX INTERNATIONAL INDUSTRIES INC.

Gerard Haryman


Chairman

Prepared By:
L. Van Stillman, Esq.
1177 George Bush Blvd.
Suite 308
Delray Beach, FL 33483
(561) 330-9903

(R000000031448 4)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 21 PM 3:08

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Phoenix International Industries, Inc
(present name)

H67764
(Document Number)

Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

Article I. Name

The name of this Florida Corporation is Phoenix International Industries, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Phoenix International Industries Inc. to Epicus Communications Group, Inc.

Article III. Date Amendment Adopted

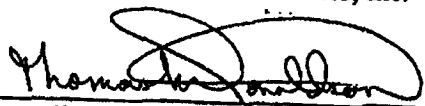
The amendment set forth in these Articles of Amendment was adopted on April 14, 2003

Article IV. Adoption of Amendment

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned member of the board of directors of the corporation executed the Articles of Amendment on April 14, 2003.

Phoenix International Industries, Inc.

By: 
Thomas N. Donaldson
Its: Vice President & Secretary.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

EPICUS COMMUNICATIONS GROUP, INC.
(Present Name)

H67764
(Document Number)

FILED
04 MAY 25 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

Article III

Authorized Shares

Amendment

The Articles of Incorporation of the Corporation are amended to show the number of authorized shares of the common stock of the Corporation be increased to a total of 800,000,000 with a par value of \$.0001.

Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on February 3, 2004.

Adoption of Amendment

The amendment was adopted by the board of directors and passed by a majority of the shareholders at the Corporation's annual meeting February 3, 2004.

The undersigned member of the board of directors of the corporation executed the Articles of Amendment on February 4, 2004.

Epicus Communications Group, Inc.

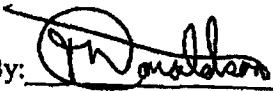
By: 
Thomas N. Donaldson
Its: Vice President & Secretary.

Exhibit G

EPICUS COMMUNICATIONS GROUP, INC.

Officers

Name	Title	Address
Gerald Haryman	President/Treasurer	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746
Thomas N. Donaldson	Vice President/Secretary	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746

Directors

Name	Address
Gerald Haryman	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746
Thomas N. Donaldson	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746
Timothy Palmer	610 Crescent Executive Court Suite 300 Lake Mary, FL 32746

Exhibit H

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

EPICUS COMMUNICATIONS GROUP, INC.,
a corporation duly organized under the laws of the state of **FLORIDA** and issued
a certificate of authority to transact business in South Carolina on **August 23rd,**
2005, has on the date hereof filed all reports due this office, paid all fees, taxes
and penalties owed to the Secretary of State, that the Secretary of State has not
mailed notice to the Corporation that its authority to transact business in South
Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976
South Carolina Code, and no application for surrender of authority to do business
in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
23rd day of August, 2005.

A handwritten signature in cursive script that reads "Mark Hammond".

Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

AUG 23 2005

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500(b)(1) if the corporation is a professional corporation) Epicus Communications Group, Inc.
2. It is incorporated as (check applicable item) [☒] a general business corporation, [☐] a professional corporation, under the laws of the state of Florida
3. The date of its incorporation is July 22, 1985 and the period of its duration is perpetual
4. The address of the principal office of the corporation is 1750 Oseloa Drive in the
Street Address
city of West Palm Beach and the state of Florida 33409
Zip Code
5. The address of the proposed registered office the state of South Carolina is
5000 Thurmond Mall Boulevard in the city of Columbia in
Street Address
South Carolina 29201
Zip Code
6. The name of the proposed registered agent in this state at such address is
Corporation Service Company
Print Name

I hereby consent to the appointment as registered agent of the corporation.

Corporation Service Company

By: _____
Signature of the Registered Agent

060823-0066

FILED: 08/23/2005

EPICUS COMMUNICATIONS GROUP, INC.

Filing Fee: \$135.00 ORIG

Mark Hammond

South Carolina Secretary of State

Name of Corporation

- a) **Name of Directors**

Timothy Palmer

Gerard Haryman

Thomas Donaldson

Business Address

Same

Same

- Common

Date Aug 8 2005

Name of Corporation

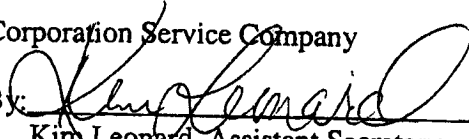
Signature

Gerard Haryman, President
Type or Print Name and Office

I hereby consent to the appointment as Registered Agent of EPICUS
COMMUNICATIONS GROUP, INC.

Corporation Service Company

By:



Kim Leonard, Assistant Secretary

Exhibit I

**AN IMPORTANT NOTICE REGARDING
YOUR LOCAL AND LONG DISTANCE TELEPHONE SERVICE
FROM EPICUS INC. AND EPICUS COMMUNICATIONS GROUP, INC.**

Dear Valued Customer:

It has been the pleasure of Epicus, Inc to provide you with quality local and long distance telecommunications services. However, as part of a bankruptcy reorganization plan Epicus, Inc. will no longer be providing telecommunication services in South Carolina. Instead Epicus, Inc.'s parent company Epicus Communications Group, Inc. will be providing you local and long distance telecommunications services. As a customer of Epicus Communications Group, Inc, you will continue to receive all of the features, terms and conditions of service and current rates that you enjoy today. Notice of any future changes in rates, terms and conditions of service will be provided to you in writing or as otherwise provided by law. The anticipated date for the transfer of your service to Epicus Communications Group, Inc is October 15, 2005, or as soon thereafter as the necessary governmental approvals can be obtained.

It has been the pleasure of Epicus, Inc to provide you with quality local and long distance telecommunications services and we emphasize that you will be treated as a valued customer of Epicus Communications Group, Inc. As always, you may choose another carrier for your telephone service at any time. Unless you choose another carrier within thirty (30) days of the date of this letter, as is your right, you will automatically become an Epicus Communications Group, Inc. customer upon confirmation of the reorganization plan. You do not need to take any action to be transferred to Epicus Communications Group, Inc. Epicus Communications Group, Inc. will pay any change charges associated with the transfer of your account to it. If you have placed a "freeze" on Epicus Inc.'s local or long distance services to prevent their unauthorized transfer to another carrier, such freeze will be lifted when your Epicus Inc.'s services are transferred to Epicus Communications Group, Inc. At your request, Epicus Communications Group, Inc. can re-establish freeze protection for you after the transfer. Epicus Communications Group, Inc. will work to resolve any complaints you may have against Epicus Inc.'s that have not been resolved by the time your account is transferred.

We will do everything to help ensure that this transition is a smooth one. If you have any questions or concerns regarding this notice or any of Epicus Communications Group, Inc.'s services, please contact 1-800-314-8428.

Thank you.

Epicus Communications Group, Inc.

Exhibit J

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

DOCKETING DEPARTMENT

NOTICE OF FILING AND HEARING

DOCKET NO. 2005-__-C

Epicus, Inc. (Epicus) and Epicus Communications Group, Inc. (ECG) (together the Applicants) have filed with the Public Service Commission of South Carolina (the Commission) a Joint Application for authority to complete an assignment of assets and to grant authority to ECG to provide local exchange and interexchange services and for alternative and flexible regulation. The Joint Application was filed pursuant to South Carolina Code Ann. Sections 58-9-280 and 58-9-310 and the rules and regulations of the Commission. Further, the Joint Application request such authority as may be necessary or required for ECG to acquire the assets of Epicus identified in the Application, including Epicus' South Carolina certification, its customer base, and all other assets associated with its telecommunications service operations. To the extent that the Commission determines that Epicus' certificate cannot be assigned, Applicants request that the Commission grant ECG certification to provide service in South Carolina as set forth in the Joint Application.

A copy of the Application is on file in the offices of the Public Service Commission of South Carolina, 101 Executive Center Drive, Columbia, South Carolina 29210 and is available from John J. Pringle, Jr., Esquire, ELLIS LAWHORNE & SIMS, P.A., P. O. Box 2285, Columbia, SC 29202.

PLEASE TAKE NOTICE a hearing on the above matter has been scheduled to begin at **on** , before the Commission in the Commission's Hearing Room at 101 Executive Center Drive, Saluda Building, Columbia, South Carolina 29210.

PLEASE BE ADVISED that pursuant to South Carolina Code of Laws – Section 58-9-280, as amended, the Commission will invoke the 120-day period allowed for consideration of this matter.

Any person who wishes to participate in this matter, as a party of record with the right of cross-examination should file a Petition to Intervene in accordance with the Commission's Rules of Practice and Procedure, on or before and indicate the amount of time required for his presentation. *Please refer to Docket No. 2005--C.*

Any person who wishes to testify and present evidence at the hearing should notify the Docketing Department in writing at the address below, and John J. Pringle, Jr., Esquire, at the above address in writing, on or before , and indicate the amount of time required for his presentation. *Please refer to Docket No. 2005--C.*

Any person who wishes to be notified of any change in the hearing date, but does not wish to present testimony or be a party of record, may do so by notifying the Docketing Department in writing at the address below on or before . *Please refer to Docket No. 2005--C.*

PLEASE TAKE NOTICE: Any person who wishes to have his or her comments considered as part of the official record of this proceeding **MUST** present such comments, in person, to the Commission during the hearing.

Persons seeking information about the Commission's Procedures should contact the Commission by dialing (803) 896-5113.

Public Service Commission of South Carolina
Attn: Docketing Department
Post Office Drawer 11649
Columbia, South Carolina 29211

SEP/07/05